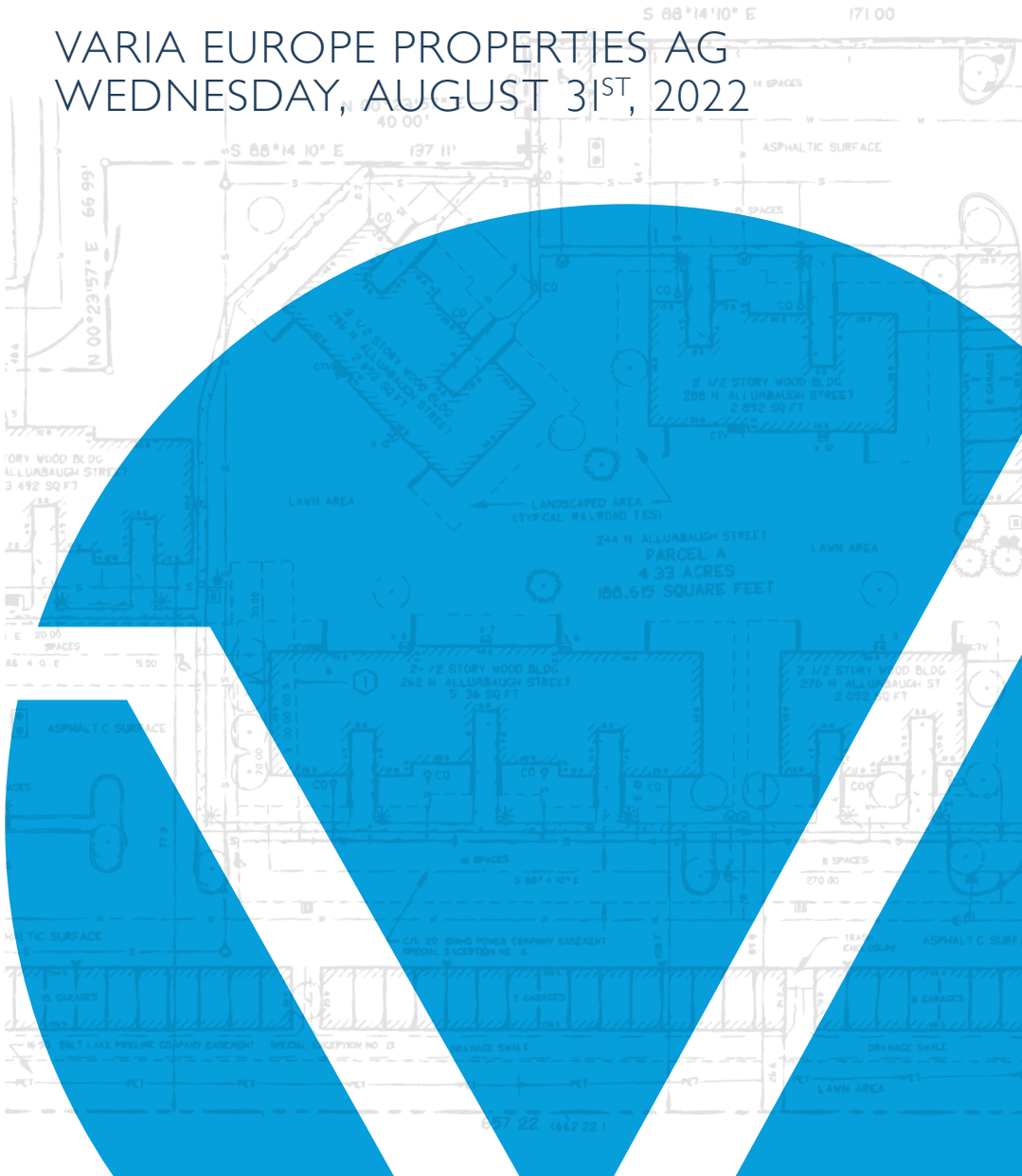


INVITATION ANNUAL GENERAL MEETING 2022



VARIA EUROPE PROPERTIES AG
WEDNESDAY, AUGUST 31ST, 2022





DEAR SHAREHOLDERS,

It is my pleasure to inform you about the General Shareholders' Meeting of Varia Europe Properties AG which will be held on Wednesday, August 31st 2022 at 14:30 at the office of the Company's Asset Manager, Stoneweg Asset Management SA, at Boulevard Georges-Favon 8, 1204 Geneva, Switzerland.

The meeting will be held in accordance with art. 27 para. 1 litera b of Covid-19-Ordinance 3, i.e. without physical presence of the shareholders. The shareholders may exercise their shareholder rights through the independent proxy only. Although you may not attend the General Meeting, your vote is important.

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Please find enclosed the Invitation and Proxy Statement for the Meeting, together with the Agenda and items to be voted.

I thank you for your trust and confidence and really hope that you will participate through the independent proxy.



Taner Alicehic
Chairman of the Board of Directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Approval of the management report, the statutory financial statements and the consolidated financial statements 2021

The board of directors proposes to the General Assembly to approve the management report, the statutory financial statements and the consolidated financial statements of Varia Europe Properties AG for the financial year 2021.

2. Advisory vote on compensation report

The board of directors proposes to the General Assembly that shareholders approve the compensation report for the financial year 2021 in an advisory vote.

3. Appropriation of available earnings / from capital contributions

The board of directors proposes to the General Assembly the following appropriation of the available earnings / from the reserve from capital contribution of Varia Europe Properties AG for the financial year 2021:

	from Available earnings (in CHF)	from Capital contributions (in CHF)	Total Net (in CHF)	distribution per share (in CHF)
Retained Earnings / Capital contributions carried over	794,662	45,076,590	45,871,252	
Dividend distribution on August 28, 2021 from (i) available earnings and (ii) capital contributions	-750,000	-750,000	-1,500,000	0.05
Net loss for the year ended on December 31 st , 2021	-2,027,888	–	-2,027,888	
Available earnings (Accumulated Loss) / Capital contributions	-1,983,226	44,326,590	42,343,364	
Proposed appropriation				
Dividend distribution from the reserve from capital contributions, payable on September 30 th , 2022	–	-10,000,000	-10,000,000	0.35
Balance to be carried forward	-1,983,226	34,326,590	32,343,364	

4. Discharge of the members of the board of directors and the executive management

The board of directors proposes to the General Assembly to grant discharge to the members of the board of directors and the executive management, as well as to all other persons involved in management of Varia Europe Properties AG, for their services rendered during the financial year 2021.

5. Elections

5.1 Election of the members of the board of directors

The board of directors proposes to the General Assembly that the following persons be elected individually as members of the board of directors for a term of office of one year, lasting until the conclusion of the next ordinary general meeting:

- (a) **Taner Alicehic** as member (current)
- (b) **Jaume Sabater Martos** as member (current)
- (c) **Pierre Grégoire Baudin** as member (current)

5.2 Election of the chairman of the board of directors

The board of directors proposes to the General Assembly that **Taner Alicehic** be elected as Chairman of the board of directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

5.3 Election of the member of the compensation committee

The board of directors proposes to the General Assembly that **Jaume Sabater Martos** (current) be elected as member of the compensation committee for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

5.4 Election of the statutory auditors

The board of directors proposes to the General Assembly that **PricewaterhouseCoopers SA**, Geneva (current) be elected as the statutory auditor of the Company for the financial year 2022.

5.5 Election of the independent proxy

The board of directors proposes to the General Assembly that **Buis Bürgi AG**, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

6. Approval of compensation

6.1 Approval of compensation for the board of directors

The board of directors proposes to the General Assembly to approve a maximum amount of CHF 60,000 for the compensation of the members of the board of directors for the term of office until the next ordinary general meeting.

6.2 Approval of compensation for the executive management

The board of directors proposes to the General Assembly to approve a maximum amount of CHF 5,000 for the compensation of the persons whom the board of directors has entrusted with the executive management for the compensation period until the next ordinary general meeting.

ORGANIZATIONAL NOTES

Annual report

The annual report 2021, including the management report, the statutory financial statements and the consolidated financial statements for the financial year 2021, the compensation report 2021, as well as the reports of the statutory auditors are available for inspection as of August 9th, 2022 at the Company's registered office in Zug, Switzerland. These documents can also be accessed online at <https://www.variaeuropereproperties.com/investor-relations/financial-statements/>.

Further, a printed copy of the annual report will be sent to registered shareholders upon their request after having received this notice.

Voting rights

Shareholders who are entered in the shareholder register as at August 24th, 2022, 5:00 p. m. (CEST) (reporting date) are entitled to exercise their shareholder rights with respect to the ordinary general meeting. During the period from August 24th, 2022, 5:00 p. m. (CEST) until and including August 31st, 2022, no entries of shares will be made in the shareholder register.

No personal attendance

The board of directors decided that there will be no personal attendance at the meeting, but that based on art. 27 para. 1 litera b of Covid-19-Ordinance 3 shareholders may exercise their shareholders' rights through the independent proxy only.

Powers of attorney

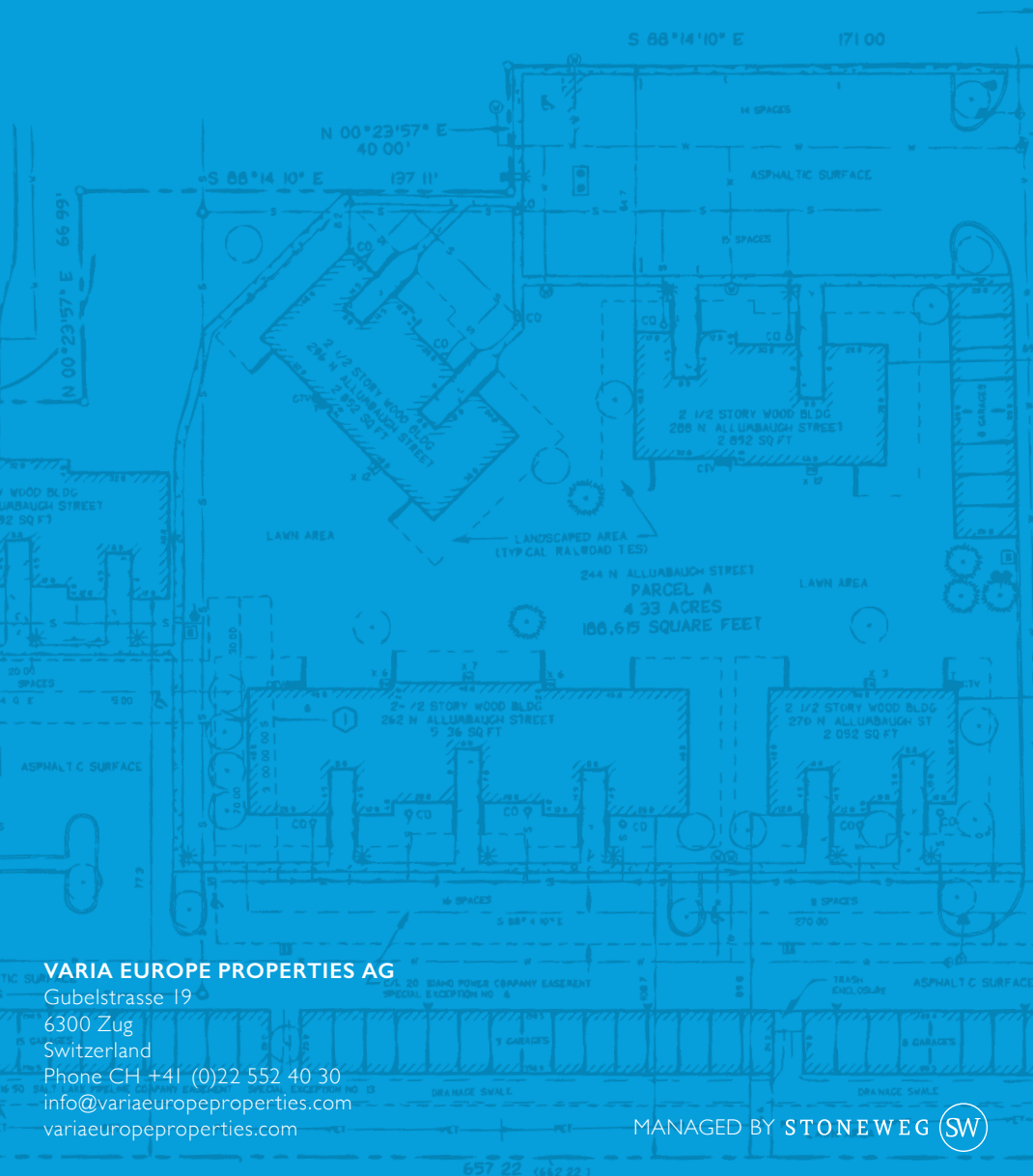
Shareholders may only be represented as follows:

- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box, CH-8024 Zurich. If the independent proxy cannot be present, the board of directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the board of directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than August 30th, 2022, 12:00 p. m. (CEST), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal login information is sent to the shareholders together with the invitation documents for the ordinary general meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than August 26th, 2022, 4:00 p. m. (CEST).

Zug, August 9th, 2022

Varia Europe Properties AG

Taner Alicehic
Chairman of the board of directors
On behalf of the board of directors



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MANAGED BY STONEWEG 